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September 27, 2007

Mr. Sam Chummar, Remedial Project Manager
U.S. Environmental Protection Agency - Region 5
77 W. Jackson Blvd. SR-6
Chicago, IL 60604

Re: Objectives for Meeting on October 3, 2007 – Former Plainwell Mill

Dear Sam:

In response to your request, this letter provides you with the objectives for our meeting on the Former Plainwell Mill integrated redevelopment process. This meeting is a follow-up to our letter dated June 18, 2007 which is attached to this letter. As you know, Weyerhaeuser Company and the City of Plainwell are working closely together and we both hope that this meeting will provide useful information that will assist in both the redevelopment of the Mill site and in completion of the RI/FS.

The meeting is intended to update you regarding the status of the City's current land use planning for the Mill property and to update you regarding how the integrated process will be combined with the requirements of Weyerhaeuser's Consent Decree for design and implementation of certain response actions at Operable Unit 04 and the Plainwell Mill Inc. Property. Specifically, the objectives of the meeting are:

- Reaffirm for USEPA the partnership between Plainwell and Weyerhaeuser.
- Describe the City's current plans for the site and public involvement opportunities.
- Identify interfaces and inputs for City redevelopment concepts with the Superfund process.
- Provide an overview of the anticipated project schedule.

We anticipate that, in addition to the items discussed above, other topics will also be discussed with USEPA. These additional topics are expected to include the status of the Powerhouse Channel and Plainwell Banks Emergency Actions and the use of the 12th Street Landfill for disposal of bank residuals from the Plainwell Mill property.

We will be developing an agenda with the City, which we will provide next week before the meeting. The City and Weyerhaeuser will plan on arriving at the US EPA office in Chicago on October 3, at 10:00 a.m. CDT. Please contact me at 253-924-3746 if you have questions regarding this letter.

Thank you in advance for your assistance on this important matter.

Sincerely,

Weyerhaeuser Company

Jennifer Hale
Environmental Manager

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cc: Jim Saric
Michael Berkhoff
Sam Borries
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June 18, 2007

Mr. Sam Chummar
Remedial Project Manager
United States Environmental Protection Agency - Region 5
77 W. Jackson Blvd.
Chicago, IL 60604

Subject: Integrated Redevelopment Process – Former Plainwell Mill

Dear Sam:

This letter provides you an update on the Former Plainwell Mill integrated redevelopment process. Both the City of Plainwell and Weyerhaeuser Company hope that this letter will provide useful information that will assist in the development of the RI/FS.

As you are aware, Weyerhaeuser signed a Consent Decree in January 2005 that includes agreement to conduct remedial investigation for remedial action under Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA) at the 36 acre former mill site. The City of Plainwell purchased the property out of Plainwell bankruptcy in September 2006 and submitted a Category N Baseline Environmental Assessment (BEA) to the Michigan Department of Environmental Quality (MDEQ) in October 2006. The City seeks to redevelop the site in a timely fashion.

To meet these obligations and expedite the Superfund process, the City of Plainwell and Weyerhaeuser agreed to create a working partnership. The primary goal of the partnership was to create a win-win-win scenario (getting the mill site back into productive use while meeting EPA, Weyerhaeuser, and Plainwell expectations). This goal is being achieved by mutually exploring site related environmental issues while examining future land use planning alternatives together. 6 months into the process, all parties have a much better understanding and appreciation of each other's viewpoints, and progress has been made in creating a land use plan both Weyerhaeuser and Plainwell believe in.

Attached for your consideration is a memorandum summarizing the work performed to date and the projected next steps in the integrated redevelopment process.

This partnership process is a tailored approach that combines land planning concurrently with environmental considerations to streamline and focus environmental investigation and remediation. As stated in a letter sent by the City of Plainwell to U.S. EPA's Shari Kolak on July 10, 2006, this process builds upon work lead by E2

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(through an EPA grant), which brought a large segment of the community together to discuss future land uses of the property. That process helped clarify for the City the goal of redeveloping the property for mixed residential, recreational, office and other commercial uses. For the former Plainwell Mill, the integrated process brings together typical planning activities with environmental conditions evaluation to establish reasonable future land uses prior to the initiation of comprehensive investigation activities.

The integrated process is consistent with United States Environmental Protection Agency's (U.S.EPA) Brownfield and Superfund Land Reuse principles by encouraging predevelopment planning as a critical component of a successful combined redevelopment and remediation process (U.S. EPA, 2006 Anatomy of Brownfields Redevelopment and <http://www.epa.gov/superfund/programs/recycle/overview.htm>). Both the City of Plainwell and Weyerhaeuser agree that the combined process provides a mechanism to shorten the typical Superfund timelines and thus facilitate future redevelopment.

In the meantime, Weyerhaeuser will continue to work with the USEPA on several site activities. These include meeting with U.S.EPA to discuss comments on the Former Plainwell Mill RI/FS Work Plan and Quality Assurance Project Plan (QAPP). In addition, Weyerhaeuser will begin working with the U.S.EPA to determine appropriate activities for addressing documented residuals present on the Plainwell Mill banks. Weyerhaeuser's review of possible bank reconfiguration activities will also consider the implications of the approved bank reconstruction activities in other areas of the Plainwell Impoundment (a part of the Plainwell Impoundment Time Critical Removal Action [TCRA]) and the City of Plainwell's desire to integrate a river walk into redevelopment plans.

We hope this letter provides useful information on the Plainwell Mill Integrated process. Please feel free to contact us if you have any questions.

Sincerely,



Jennifer Hale
Environmental Manager, Weyerhaeuser Company



Erik Wilson
Manager, City of Plainwell

Attachment

cc: Mr. Jim Saric- U.S. EPA

Integrated Redevelopment Process at the Former Plainwell Mill

The kick-off meetings for the integrated process at the former Plainwell Mill was in June 2006. The concepts of the integrated process were discussed with the previous USEPA Plainwell Mill Remedial Project Manager in July 2006 and then on September 14, 2007, with Sam Chummar, Shari Kolak, and Sharon Jaffess. Subsequently, the Plainwell Mill Remedial Investigation/ Feasibility Study (RI/FS) Work Plan was prepared and submitted based upon the status of the integrated process as of September 2006.

Since that time, several more steps in the integrated planning process have been completed. Additional tasks have now been identified and are underway. This brief update summarizes the progress and next steps of the integrated process as it is being implemented by a team consisting of representatives of the City of Plainwell, Weyerhaeuser Company, and their consultant RMT, Inc. and facilitated by planners from the Ann Arbor office of JJR.

Work Completed To Date on the Integrated Process

Step 1. Establish the Basis for the Planning Process. The basis for this integrated process is the Reuse report prepared by Economics and Environment, Inc. (E²) through the USEPA Brownfields grant issued to the City in 2004. The recommendations of E² report represent a first step, which would need to be followed with more detailed analysis of the property's features and buildings, as well as sustained community involvement, partnerships, and resources.

Specifics:

- Utilize the Reuse Planning Report: Planning for the Future, Plainwell Paper Mill, Plainwell, Michigan, prepared by the Plainwell Mill Committee and E² and completed in March 2005, as the basis for the initial planning discussions.

Validate the report concepts during a Kick-off Meeting for the integrated process held in Plainwell on June 13, 2006.

Step 2. Redevelopment Data Gathering. Various planning and available environmental information was gathered and input into an opportunities and constraints diagram for the site.

Specifics:

- Conduct site walk over to look for environmental and planning implications.
- Perform architectural assessment of buildings.
- Complete initial market assessment.
- Summarize existing environmental implications.
- Synthesize information into an opportunities and constraints diagram.

Step 3. Synthesize and Supplement Available Data. Based upon the opportunities and constraints diagram, develop a range of possible land use options based upon the validated reuse concepts from Steps 1 and 2, and then obtain additional hands-on information from developers.

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Specifics:

- Prepare some initial land reuse concepts for discussion and consideration.
- Hold Developer's Forum by inviting three developers to Plainwell to get site specific input on how to support a successful redevelopment project in Western Michigan.

Next Steps in the Integrated Process

The City of Plainwell and Weyerhaeuser are now moving into Step 4 which is to integrate the information obtained from the Developer's Forum into updated land use options for Mill site. This work will begin with the City and planner, JJR, working together to update, revise, or create additional land use options for presentation to the City Council. These options will then form the basis for follow-up discussions with Weyerhaeuser on possible future land use scenarios that provide value to the City and allow the Superfund process to advance in an expedited manner. These follow-up discussions are expected to be held later this summer.